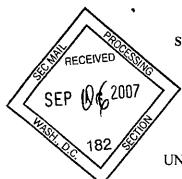
FORM D

14/2112



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average	burden
hours per response	16.00

SEC US	SE ONLY
Prefix	Serial
DATER	ECEIVED
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`					
Name of Offering (check if	his is an amendment and name	has changed, and indica	ite change.)		<u></u>
Advanced Equities Triangle A	equisition II, LLC / Offering	of Investor Member In	iterests		
Filing Under (Check box(es) the		☐ Rule 505		☐ Section 4(6)	□ ULOE
Type of Filing: New F	iling				
		BASIC IDENTIFICA	TION DATA		
1. Enter the information request			 		
Name of Issuer (□ check	if this is an amendment and na	rme has changed, and in	dicate change.)		
Advanced Equities Triangle A	equisition II, LLC				
Address of Executive Offices	-	(Number and Street, Cit	y, State, Zip Code)	Telephone Number (Inch	uding Area Code)
311 South Wacker Drive, Su	ite 1650, Chicago, IL 60606			312-377-5300	
Address of Principal Business		(Number and Street, Cit	y, State, Zip Code)	Telephone Number (Inch	ading Area Code)
(if different from Executive O	ffices) Same			Same	
Brief Description of Business				4	
Investment in securities of pr	ivately held technology comp	any.		_	
Type of Business Organization) (881))
☐ corporation	☐ limited partne	rship, already formed		e specify)	07075889
□ business trust	☐ limited partne	ship, to be formed	Lin	ited liability company	0.0.000
Actual or Estimated Date of Inco	<u> </u>	lonth Year 0 7			PROCESSE
				☐ Estimated	SEP 1 4 2007
Jurisdiction of Incorporation or (निन) OLI 1 7 ZUU/
	CN for Car	ada; FN for other foreig	n jurisaiction)		THOMSON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S.Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A.	H	1	۱	SI	C	ID	EN	TI	F	CA	TI	ON	DATA	

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	✓ Managing Member
Full Name (Last name first, if	individual)				
Advanced Equities Motricity Business or Residence Addres			· · · · · ·		· · · · · · · · · · · · · · · · · · ·
311 South Wacker Drive, Su	ite 1650, Chicago,	IL 60606			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ Managing Member
Full Name (Last name first, if	individual)				
Daubenspeck, Keith (Execut Business or Residence Addres					
311 South Wacker Drive, Su	ite 1650, Chicago,	IL 60606			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			. ,
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)		 ,	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			·
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		· · · · · · · · · · · · · · · · · · ·		managing 1 aunti
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
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					nii Oldina	TION ADO.	UT OFFERI				Yes	No
1. Has the	e issuer sold	, or does the	issuer inten	d to sell, to	non-accred	ted investor	s in this offe	ering?				X
				er also in Ap	-		_					
2. What is	s the minim	um investme	nt that will	be accepted	from any it	ndividual?						(1)
3. Does th	ne offering r	ermit joint o	wmerchin o	f a single un	it?						Yes ⊠	No □
		ion required	-	_		rill be naid o	or given, din	ectly or indi	rectly, any o	commission		_
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		ted person or										
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ruli Name (I	Last name iirs	st, if individua	1)									
									····			
Business or I	Residence Ad	ldress (Numbe	r and Street, (City, State, Zi	p Code)							
655 W. Bros	adway Ave.,	11 th Floor, Sa	n Diego, CA	92101								
Name of Ass	sociated Brok	er or Dealer										
First Allied	Securities, I	nc.										
States in Wh	ich Person Li	sted Has Solic								· <u>-</u> .		
•		heck individua	•									All State
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[MT]	[NE]	[NV] X	(NH)	[NJ] X	[NM]	[NY] X	[NC] X	[ND]	(OH) X	`(OK)	[OR]	[PA]
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Full Name (I Business or I 311 S. Wack	Last name firs	st, if individua	T and Street, (City, State, Zi		(**)	[17]	[WA]		[]		
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⁽¹⁾ The minimum capital contribution is \$132,000 although the Managing Members may accept contributions in smaller amounts in their sole discretion.

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	· · · · · · · · · · · · · · · · · · ·	Aggregate	Amount Already
	Type of Security O	ffering Price	Sold
	••		\$
	Equity		\$
	☐ Common ☐ Preferred		
	Convertible Securities (including Warrants)		\$
	Partnership Interests		\$
	·	216,875	\$ 11,628,585
	· · ·	216,875	\$ 11,628,585
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the		
2.			Aggregate
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is	Number Investors	Dollar Amount Of Purchases
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is	Investors	Dollar Amount Of Purchases
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors	Investors 94 -0-	Dollar Amount Of Purchases
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	Investors 94 -0-	Dollar Amount Of Purchases \$ 11,628,585
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors	Investors 94 -0-	Dollar Amount Of Purchases \$11,628,585 \$0-
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this	Investors 94 -0-	Dollar Amount Of Purchases \$11,628,585 \$0-
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the	Investors 94 -0-	Dollar Amount Of Purchases \$ 11,628,585 \$ -0- \$ N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Investors 94 -0- N/A	Dollar Amount Of Purchases \$ 11,628,585 \$ -0- \$ N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering	94	Dollar Amount Of Purchases \$ 11,628,585 \$ -0- \$ N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Investors 94 -0- N/A Type of Security	Dollar Amount Of Purchases \$ 11,628,585 \$ -0- \$ N/A Dollar Amount Sold
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	Type of Security N/A	Dollar Amount Of Purchases \$ 11.628,585 \$ -0- \$ N/A Dollar Amount Sold \$ N/A

SEC 1972 (6-02)

X

X

X

\$ <u>10,000</u>

\$ 15,000

\$ 581,429

\$ 552,358

\$_1,158,787

offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box

Legal Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) Finder's Fees

Total

to the left of the estimate.

	C. OFFERING PRICE, NUM	BER OF INVESTO	RS, EXPENSES	AND U	SE OF PROCEEDS		
5.	b. Enter the difference between the aggregate Question I and total expenses furnished in respo the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross used for each of the purposes shown. If the an estimate and check the box to the left of the estim the adjusted gross proceeds to the issuer set forth	to be ish an equal	\$_73,058,088				
					Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and Fees				\$		\$
	Purchase of real estate		************************		\$		\$
	Purchase, rental or leasing and installation of machinery a	nd equipment			\$		S
	Construction or lease of plant buildings and facilities				\$		\$
	Acquisition of other businesses (including the value of sec offering that may be used in exchange for the assets or sec issuer pursuant to a merger)	curities of another		_			
					\$		\$
	Repayment of indebtedness			_	\$		\$
	Working capital				\$		\$
	Other (specify) Purchase of investment securities					X	\$_11,628,585
							•
					\$		3
	Column Totals		***************************************		\$	X	\$ <u>11,628,585</u>
	Total Payments Listed (column totals added)	***************************************	***************************************		⊠ \$	11	,628,585
	· · · · · · · · · · · · · · · · · · ·	D. FEDERAL SIG	NATURE				
underta	uer has duly caused this notice to be signed by the undersign king by the issuer to furnish to the U.S. Securities and Exchited investor pursuant to paragraph (b)(2) of Rule 502.						
Issuer	r (Print or Type)	Signature	011		1/ 4		Date
Adva	nced Equities Triangle Acquisition II, LLC		My	5	bone		August 29, 2007
Name	e of Signer (Print or Type)	Title of Sigr	er{Print or Type))			
Jeffr	ey S. Hood	Associate S	ecretary of the M	lanagin	g Member		

(2) Calculated based on the maximum aggregate offering amount.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes of such rule? □ (3)
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	sissuer has ready this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly norized person.
	THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER LY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE FIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996.
Is	suer (Print or Type) Signature Date
A	dvanced Equities Triangle Acquisition II, LLC August 29, 2007

Associate Secretary of the Managing Member

Name of Signer (Print or Type)

Jeffrey S. Hood

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

⁽³⁾ Not applicable for Rule 506 offerings.

1	2		3			4		5		
	Intende to non-a investor	ed to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) (4)					
State	Yes	No	LLC Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL .										
AK .										
AZ		Х	\$74,216,875	1	\$100,000	0	0		х	
AR		Х	\$74,216,875	4	\$350,000	0	0		х	
CA		х	\$74,216,875	12	\$1,353,000	0	0		х	
СО					_					
СТ		Х	\$74,216,875	2	\$550,000	0	0		X	
DE										
DC		Х	\$74,216,875	1	\$52,000	0	0		х	
FL		х	\$74,216,875	3	\$400,000	0	0		Х	
GA		Х	\$74,216,875	2	\$120,000	0	0		х	
HI										
ID		х	\$74,216,875	2	\$176,000	0	0		х	
IL		X	\$74,216,875	9	\$1,357,200	0	0		Х	
IN		х	\$74,216,875	3	\$300,000	0	0		x	
IA		х	\$74,216,875	1	\$50,000	0	0		х	
KS		х	\$74,216,875	1	\$263,000	0	0		Х	
KY										
LA										
ME										
MD										
MA		X	\$74,216,875	3	\$250,000	0	0		X	
MI		X	\$74,216,875	1	\$66,000	0	0		х	
MN		Х	\$74,216,875	2	\$256,000	0	0		х	
MS		Х	\$74,216,875	1	\$318,000	0	0		х	
МО		Х	\$74,216,875	1	\$100,000	0	0		Х	

1		2 3 4						5		
	Intendo to non-a investor	ed to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type o amount pi (Par	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) (4)				
State	Yes	No	LLC Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MT		Х	\$74,216,875	1	\$100,000	0	0		х	
NE										
NV		Х	\$74,216,875	3	\$334,800	0	0		х	
NH										
NJ		х	\$74,216,875	7	\$787,000	0	0		х	
NM										
NY		х	\$74,216,875	12	\$1,225,000	0	0		х	
NC		х	\$74,216,875	2	\$250,000	0	0		х	
ND										
ОН		Х	\$74,216,875	2	\$232,000	0	0		х	
OK			,							
OR			-							
PA		Х	\$74,216,875	5	\$555,600	0	0		х	
RI		:			• • • •					
SC										
SD		х	\$74,216,875	2	\$364,000	0	0		х	
TN										
TX		х	\$74,216,875	6	\$782,000	0	0		х	
UT										
VT										
VA										
WA										
wv										
wı		х	\$74,216,875	3	\$587,000	0	0		X	
WY										
PR										
Foreign Investors		х	\$74,216,875	2	\$349,985	0	0 - 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7		X	
(4) Not appl	licable for	Rule 506 off	erings.		8 of 8	Ī	ZIVI)	EC 1972 (6-02)	